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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**Form 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 28, 2020

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**Cimpress plc**

(Exact Name of Registrant as Specified in Its Charter)

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**Ireland**  
(State or Other Jurisdiction  
of Incorporation)

**000-51539**  
(Commission File  
Number)

**98-0417483**  
(IRS Employer  
Identification No.)

**Building D, Xerox Technology Park  
A91 H9N9  
Dundalk, Co. Louth  
Ireland**

(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: +353 42 938 8500**

**Not applicable**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company, as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Exchange on Which Registered
Ordinary Shares, nominal value per share of €0.01	CMPR	NASDAQ Global Select Market

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## **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On September 28, 2020, Cimpress plc and Robert Keane, Chief Executive Officer and Chairman, entered into an Amendment to Agreement Limiting PSU Awards (the "Amendment"), which amends the Agreement Limiting PSU Awards dated May 13, 2016 between Cimpress and Mr. Keane (the "2016 Agreement") relating to performance share units ("PSUs") that Cimpress may grant to Mr. Keane. The Amendment contains the same limitations on long-term incentive compensation granted to Mr. Keane as the 2016 Agreement but allows the grant of PSU awards under any of Cimpress' equity plans, instead of requiring that such awards be granted under Cimpress' 2016 Performance Equity Plan. The terms and conditions of the Amendment are subject to the approval of Cimpress' 2020 Equity Incentive Plan by Cimpress' shareholders at the 2020 Annual General Meeting of Shareholders and are as follows:

- Until June 30, 2023, Cimpress shall not grant any long-term incentive compensation (including but not limited to equity or long-term cash awards) to Mr. Keane other than PSUs. Such PSUs may be granted under the 2020 Equity Incentive Plan or another equity plan of Cimpress, but all such PSU awards will be subject to the same terms and conditions as PSU awards granted to Mr. Keane under Cimpress' 2016 Performance Equity Plan, including but not limited to the performance conditions of such plan.
- Until June 30, 2023, the maximum number of PSUs that Cimpress may grant to Mr. Keane per fiscal year is 75,000 PSUs (subject to adjustment for stock splits, stock dividends, recapitalization, combinations or reclassifications of shares, or other similar changes in Cimpress' capitalization).

The foregoing is not a complete description of the parties' rights and obligations under the Amendment to Agreement Limiting PSU Awards and is qualified by reference to the full text and terms of the Amendment, which is filed as an exhibit to this report and incorporated herein by reference.

## **Item 9.01. Financial Statements and Exhibits**

### **(d) Exhibits**

#### **Exhibit**

<b>No.</b>	<b>Description</b>
<a href="#">10.1</a>	Amendment to Agreement Limiting PSU Awards dated September 28, 2020
104	Cover Page Interactive Data File, formatted in iXBRL

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

September 30, 2020

Cimpress plc

By: \_\_\_\_\_ /s/ Sean E. Quinn

**Sean E. Quinn**

**Executive Vice President and Chief Financial Officer**

**AMENDMENT TO  
AGREEMENT  
LIMITING PSU AWARDS**

This Amendment to the Agreement Limiting PSU Awards is entered into as of September 28, 2020 between Cimpres plc (as successor to Cimpres N.V., the “Company”) and Robert Keane, the Company’s Chief Executive Officer and Chairman. The Company and Mr. Keane previously entered into an Agreement Limiting PSU Awards dated May 13, 2016 (the “Agreement”).

Subject to the approval of the Company’s 2020 Equity Incentive Plan (the “2020 Plan”) by the Company’s shareholders at the upcoming Annual General Meeting of Shareholders, the parties hereby amend the Agreement as follows:

1. Until June 30, 2023, the Company shall not grant any long-term incentive compensation (including but not limited to equity or long-term cash awards) to Mr. Keane other than performance share units (“PSUs”). Such PSUs may be granted under the 2020 Plan or another equity plan of the Company, but all such PSU awards will be subject to the same terms and conditions as PSU awards granted to Mr. Keane under the Company’s 2016 Performance Equity Plan, including but not limited to the performance condition that the compound annual growth rate of the Company’s three-year moving average share price must equal or exceed 11% over a performance period of six to ten years for any ordinary shares to be issued under such PSU awards.
2. Until June 30, 2023, the maximum number of PSUs that the Company may grant to Mr. Keane per fiscal year is 75,000 PSUs (subject to adjustment for stock splits, stock dividends, recapitalization, combinations or reclassifications of shares, or other similar changes in the Company’s capitalization).
3. Except as specifically modified by this Amendment, the Agreement remains unchanged and in full force and effect.

Signature /s/Robert S. Keane  
Robert S. Keane

Cimpres plc:

Signature /s/Scott Vassalluzzo  
Scott Vassalluzzo  
Director and Chairman, Compensation Committee